

RECORDATION NO. 29525 FILED

NOV 12 '10 -2 15 PM

SURFACE TRANSPORTATION BOARD

NOV 12 2010

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

November 10, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 1, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: North Dakota Oilseed Mills, LLC  
530 35<sup>th</sup> Street  
Northwood, ND 58267

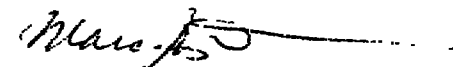
A description of the railroad equipment covered by the enclosed document is for twenty nine (29) tank cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(NDOM001)

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ASSGN. NO.: NDOM001

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1 day of Sep, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and North Dakota Oilseed Mills, LLC ("Lessee"), a North Dakota corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: Janice L. EnolvaName: Janice L. EnolvaTitle: Manager of DocumentationExecuted on this 18<sup>th</sup> day of OCTOBER, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

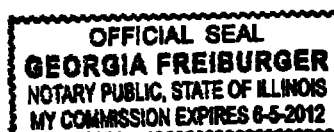
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of October, 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

NORTH DAKOTA OILSEED MILLS, LLC

ATTEST:

By: *Geoffrey Bengtson*  
Name: Geoffrey Bengtson  
Title: General Manager

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF North Dakota

COUNTY OF Grand Forks

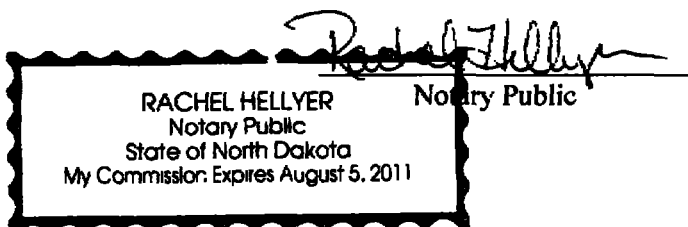
I, Rachel Hellyer, a Notary Public of the County and State aforesaid, certify that Geoffrey Bengtson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of September, 2010.

Commission Expires:

8-5-11

(Notary Public)



**EXHIBIT A**  
**TO MEMORANDUM OF LEASE**

**NUMBER OF CARS:**        **Twenty-nine (29)**

**DESCRIPTION OF CARS:**   **Tank Cars (T107)**

**CAR NUMBERS:**

FURX 125605  
FURX 125608  
FURX 125612  
FURX 125615  
FURX 125617  
FURX 125620  
FURX 125623  
FURX 125624  
FURX 125625  
FURX 125631  
FURX 125638  
FURX 125646  
FURX 125655  
FURX 125662  
FURX 125682  
FURX 125683  
FURX 125684  
FURX 125688  
FURX 125716  
FURX 125730  
FURX 125735  
FURX 125745  
FURX 125746  
FURX 125753  
FURX 125762  
FURX 125768  
FURX 125774  
FURX 125780  
FURX 125782  
Count:    29